

Exhibit D

Budget and Staffing Plan

Exhibit D-1

Budget Plan for the Compensation Period¹

¹ Although the total fees sought in this Application did not exceed the total budgeted fees for the Compensation Period (the fees sought in this Application are 5.1% below budgeted fees), the fees sought for November exceeded the budgeted fees \$80,724.20 or 4.4% for that month. The higher than budgeted fee amounts were due to efforts expended by Proskauer attorneys and paraprofessionals in connection with (i) drafting the Oversight Board's reply brief in support of the PREPA 9019 motion and in opposition to objections to the 9019 motion filed by multiple parties, (ii) drafting the Oversight Board's urgent motion for leave to intervene in the Fuel Line Lenders' Adversary Proceeding, and (iii) the ongoing discovery in the UTIER CBA Adversary Proceeding.

Matter ID	Matter	October 2019		November 2019		December 2019		January 2020	
		Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees
33260.0022	PROMESA TITLE III: PREPA	\$ 1,078,533.90	\$ 1,250,000.00	\$ 1,361,628.90	\$ 1,250,000.00	\$ 996,867.30	\$ 1,000,000.00	\$ 270,033.30	\$ 250,000.00
33260.0054	PREPA TITLE III - PREC	\$ 710.10	\$ 2,000.00	\$ 3,156.00	\$ 5,000.00	\$ -	\$ -	\$ 78.90	\$ -
33260.0055	PREPA TITLE III - VITOL	\$ -	\$ -	\$ 13,097.40	\$ 20,000.00	\$ 46,235.40	\$ 20,000.00	\$ 29,903.10	\$ 50,000.00
33260.0056	PREPA TITLE III - UTIER CBA	\$ 354,854.10	\$ 390,000.00	\$ 356,962.20	\$ 350,000.00	\$ 177,040.80	\$ 200,000.00	\$ 266,216.70	\$ 250,000.00
33260.0059	PREPA TITLE III - MISCELLANEOUS	\$ 7,653.30	\$ 5,000.00	\$ 14,991.00	\$ 15,000.00	\$ 9,152.40	\$ 15,000.00	\$ 10,572.60	\$ 15,000.00
33260.0070	PREPA TITLE III - UTIER V. ORTIZ VAZQUEZ	\$ -	\$ 2,000.00	\$ -	\$ -	\$ -	\$ -	\$ 3,471.60	\$ -
33260.0075	PREPA TITLE III - COSTA SUR INSURANCE RECOVERY ACTION	\$ 24,143.40	\$ 16,000.00	\$ 53,257.50	\$ 75,000.00	\$ 24,778.80	\$ 35,000.00	\$ 28,582.80	\$ 35,000.00
33260.0079	PREPA TITLE III - FUEL LINE LENDERS' ACTION REGARDING LIEN	\$ 130,521.60	\$ 175,000.00	\$ 70,545.00	\$ 65,000.00	\$ 44,499.60	\$ 50,000.00	\$ 13,813.80	\$ 30,000.00
33260.0085	PREPA TITLE III - COBRA ACQUISITION LLC	\$ 91,063.20	\$ 120,000.00	\$ 876.30	\$ -	\$ 12,071.70	\$ 20,000.00	\$ 51,517.80	\$ 60,000.00
33260.0086	PREPA TITLE III - SREAEE V. FOMB	\$ 35,820.60	\$ 37,000.00	\$ 61,209.90	\$ 75,000.00	\$ 34,716.00	\$ 75,000.00	\$ 15,543.30	\$ 45,000.00
PREPA TOTAL		\$ 1,723,300.20	\$ 1,997,000.00	\$ 1,935,724.20	\$ 1,855,000.00	\$ 1,345,362.00	\$ 1,415,000.00	\$ 689,733.90	\$ 735,000.00
ESTIMATED FEES Compensation Period (October 2019 - January 2020) TOTAL:									\$6,002,000.00
ACTUAL FEES Compensation Period (October 2019 - January 2020) TOTAL:									\$5,694,120.30
Percent Variance (Actual vs. Budgeted Fees)									5.1% below budget

Exhibit D-2

Staffing Plan for the Compensation Period

Staffing Plan for the Compensation Period

Category of Timekeeper²	Number of Timekeepers Expected to Work on The Matter During the Budget Period³	Average Hourly Rate⁴
Partners	21	\$789
Senior Counsel	7	\$789
Associates & Lawyers	25	\$789
e-Discovery Attorneys	9	\$390
Law Clerks	6	\$270
Paraprofessionals	24	\$270
Total:	92	

² Attorney Practice Groups: BSGR&B; Labor & Employment; Litigation; and Corporate.

³ The chart reflects Proskauer's staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the BSGR&B, Labor & Employment, Litigation, and Corporate practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA Title III cases.

⁴ As explained in the Application, Proskauer's Engagement Letter provides as of January 1, 2020 for rates 4% higher than these rates, but Proskauer agreed not to request allowance and payment of the incremental rates until after confirmation of a plan of adjustment for the Commonwealth or a final fee application.